FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
FIFORM LIMITED OFFERING EXEMPTION

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hours per form16.00

SEC USE ONLY				
Prefix	Serial			
DATE I	RECEIVED			

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Name of Offering (check if this is an amendment and name has changed, and indicate change.)					
Impax Laboratories, Inc.: Common Stock and Warrants to purchase Common Stock					
Filing Under (Check box(es) that apply):	☐ Rule 504	☐ Rule 505	☑ Rule 506	☐ Section 4(6)	ULOE
Type of Filing:		New Filing		Amendment	
	A. BA	SIC IDENTIFICATION DA	TA		
1. Enter the information requested abou	it the issuer				
Name of Issuer (check if this is an am	endment and name has chang	ed, and indicate change.)			
Impax Laboratories, Inc.					
Address of Executive Offices	(Number and	Street, City, State, Zip Code)	Telephone Numb	er (Including Area Code)	
30831 Huntwood Avenue, Hayward,	CA 94544		510-476-	2000	-acts
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, Sta	ate, Zip Code)	Telephone Numb	er (Including Area	OCESSED
Same as Executive Offices		,	Same as above	•	··· · · · · · · · · · · · · · · · · ·
Brief Description of Business Pharmaceutical company	-			- M	
Type of Business Organization			-		THOMSON FINANCIAL
⊠corporation	☐limited partnership, alrea	ady formed		☐ other (please specify	
business trust	☐ limited partnership, to be	e formed			
Actual or Estimated Date of Incorporation	or Organization:		<u>Year</u> 95] Estimated
Jurisdiction of Incorporation or Organizat		Postal Service abbreviation for other foreign jurisdiction)	or State: DE		

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

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Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General Partner of the Issuer
	name first, if individual)				
Hsiao, Charles	name met, n maiyidan				
	idence Address (Number and S	treet, City, State, Zin Code)			
	d Avenue, Hayward, CA 9454				
Check Boxes	Promoter	Beneficial Owner	Executive Officer	Director	General Partner of the
that Apply:				Z. Z	Issuer
Full Name (Last	name first, if individual)				
Edwards, Barry	· · · · · · · · · · · · · · · · · · ·				
	idence Address (Number and S	reet, City, State, Zip Code)			
	enue, Philadelphia, PA 19124	, , , , , , ,			
Check Boxes that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General Partner of the
Full Name (Last Hsu, Larry	name first, if individual)				,
	idence Address (Number and S	treet, City, State, Zip Code)			
	d Avenue, Hayward, CA 9454				
Check Boxes	☐ Promoter	Beneficial Owner of	Executive Officer of the	Director of the	☐ General and/or
that Apply:		the Issuer	Issuer	Issuer	Managing Partner
Full Name (Last	name first, if individual)				
Benet, Leslie Z.	,				
Business or Res	idence Address (Number and S	treet, City, State, Zip Code)			
30831 Huntwoo	d Avenue, Hayward, CA 9454	4			
Check Boxes	☐ Promoter	Beneficial Owner of	Executive Officer of the	Director of the	☐ General and/or
that Apply:		the Issuer	Issuer	Issuer	Managing Partner
		uic issuei	133401		ivianaging i artifei
,	name first, if individual)	tile issuei	155401		ivialiaging I articl
Full Name (Last Burr, Robert L.	name first, if individual)	the issue:	153401		Managing Farther
Burr, Robert L. Business or Res	name first, if individual) idence Address (Number and S id Avenue, Hayward, CA 9454	treet, City, State, Zip Code)	155404		Wallaging Faction
Burr, Robert L. Business or Res	idence Address (Number and S	treet, City, State, Zip Code)	executive Officer of the Issuer	☑ Director of the	General and/or
Burr, Robert L. Business or Res 30831 Huntwoo	idence Address (Number and S d Avenue, Hayward, CA 9454	treet, City, State, Zip Code)			
Burr, Robert L. Business or Res 30831 Huntwoo Check Boxes that Apply:	idence Address (Number and S d Avenue, Hayward, CA 9454	treet, City, State, Zip Code) 4 Beneficial E		☑ Director of the	☐ General and/or
Burr, Robert L. Business or Res 30831 Huntwoo Check Boxes that Apply:	idence Address (Number and S d Avenue, Hayward, CA 9454 Promoter name first, if individual)	treet, City, State, Zip Code) 4 Beneficial E		☑ Director of the	☐ General and/or
Burr, Robert L. Business or Res 30831 Huntwoo Check Boxes that Apply: Full Name (Last Edwards, David	idence Address (Number and S d Avenue, Hayward, CA 9454 Promoter name first, if individual)	treet, City, State, Zip Code) 4 Beneficial Owner of the Issuer		☑ Director of the	☐ General and/or
Burr, Robert L. Business or Res 30831 Huntwoo Check Boxes that Apply: Full Name (Last Edwards. David Business or Res	idence Address (Number and S d Avenue, Hayward, CA 9454 Promoter name first, if individual) J.	treet, City, State, Zip Code) 4 Beneficial Owner of the Issuer treet, City, State, Zip Code)		☑ Director of the	☐ General and/or
Burr, Robert L. Business or Res 30831 Huntwoo Check Boxes that Apply: Full Name (Last Edwards. David Business or Res	idence Address (Number and S d Avenue, Hayward, CA 9454 Promoter name first, if individual) J. idence Address (Number and S	treet, City, State, Zip Code) 4 Beneficial Owner of the Issuer treet, City, State, Zip Code)		☑ Director of the	☐ General and/or
Burr, Robert L. Business or Res 30831 Huntwoo Check Boxes that Apply: Full Name (Last Edwards. David Business or Res 30831 Huntwoo Check	idence Address (Number and S d Avenue, Hayward, CA 9454 Promoter name first, if individual) J. idence Address (Number and S	treet, City, State, Zip Code) 4 Beneficial Owner of the Issuer treet, City, State, Zip Code)		☑ Director of the	☐ General and/or Managing Partner
Burr, Robert L. Business or Res 30831 Huntwoo Check Boxes that Apply: Full Name (Last Edwards. David Business or Res 30831 Huntwoo Check Box(es) that	idence Address (Number and S d Avenue, Hayward, CA 9454 Promoter name first, if individual) J. idence Address (Number and S d Avenue, Hayward, CA 9454	treet, City, State, Zip Code) 4 Beneficial Owner of the Issuer treet, City, State, Zip Code)	xecutive Officer of the Issuer	Director of the Issuer	☐ General and/or
Burr, Robert L. Business or Res 30831 Huntwoo Check Boxes that Apply: Full Name (Last Edwards. David Business or Res 30831 Huntwoo Check Box(es) that Apply:	idence Address (Number and S dd Avenue, Hayward, CA 9454 Promoter name first, if individual) J. idence Address (Number and S dd Avenue, Hayward, CA 9454	treet, City, State, Zip Code) 4 Beneficial Owner of the Issuer treet, City, State, Zip Code)	xecutive Officer of the Issuer	Director of the Issuer	General and/or Managing Partner General Partner of the
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Burr, Robert L. Business or Res 30831 Huntwoo Check Boxes that Apply: Full Name (Last Edwards. David Business or Res 30831 Huntwoo Check Box(es) that Apply: Full Name (Last Fleming, Nigel Business or Res 30831 Huntwoo Check Boxes that Apply: Full Name (Last Markbreiter, Mi Business or Res	idence Address (Number and S d Avenue, Hayward, CA 9454 Promoter I name first, if individual) J. idence Address (Number and S d Avenue, Hayward, CA 9454 Promoter I name first, if individual) idence Address (Number and S d Avenue, Hayward, CA 9454 Promoter I name first, if individual)	treet, City, State, Zip Code) Beneficial	xecutive Officer of the Issuer	Director of the Issuer	General and/or Managing Partner General Partner of the Issuer General Partner of the

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Check Boxes that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General Partner of the Issuer
Full Name (Last Sun, Oh Kim	name first, if individual)				
	idence Address (Number and S d Avenue, Hayward, CA 9454				
Check Boxes that Apply:	Promoter	Beneficial Owner of the Issuer	Executive Officer of the Issuer	Director of the Issuer	General and/or Managing Partner
Full Name (Last Terreri, Peter R.	name first, if individual)				
	idence Address (Number and S , Bensalem, PA 19020	treet, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	Beneficial Owner of the Issuer	Executive Officer of the Issuer	Director of the Issuer	General and/or Managing Partner
Full Name (Last Spiegler, Cornel	name first, if individual) C.				
	idence Address (Number and Senue, Philadelphia, PA 19124	street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	Beneficial Owner of the Issuer	Executive Officer of the Issuer	Director of the lssuer	General and/or Managing Partner
Full Name (Last Wokash, Micha	name first, if individual) el G.				
	idence Address (Number and S d Avenue, Hayward, CA 9454				
Check Boxes that Apply:	☐ Promoter	Beneficial Owner of the Issuer	Executive Officer of the Issuer	Director of the Issuer	General and/or Managing Partner
Full Name (Last Chu, May	name first, if individual)				
	idence Address (Number and S d Avenue, Hayward, CA 9454				
Check Boxes that Apply:	☐ Promoter	Beneficial Owner of the Issuer	Executive Officer of the Issuer	Director of the lssuer	☐ General and/or Managing Partner
Full Name (Last Doll, David S.	name first, if individual)				
	idence Address (Number and S d Avenue, Hayward, CA 9454				
Check Boxes that Apply:	Promoter	Beneficial Owner of the Issuer	Executive Officer of the Issuer	Director of the Issuer	General and/or Managing Partner
	name first, if individual) pany of Malaysia Berhad				
	idence Address (Number and S	Street, City, State, Zip Code)			
	rby, 14 Jalan Raja Laut, 5070				
Check Boxes that Apply:	Promoter	Beneficial Owner of the Issuer	Executive Officer of the Issuer	Director of the Issuer	General and/or Managing Partner
	name first, if individual)				
J.P. Morgan Ch			· · · · · · · · · · · · · · · · · · ·		
	idence Address (Number and S the Americas, New York, NY				
1221 Avenue of	the Americas, New Tork, NY	10030			

	B. INFORMATION ABOUT OFFERING
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?
2.	What is the minimum investment that will be accepted from any individual?
3.	Does the offering permit joint ownership of a single unit? Yes X No
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.
	Full Name (Last name first, if individual)
Wa	chovia Securities
	Business or Residence Address (Number and Street, City, State, Zip Code)
301	South College St., Charlotte, NC 28288
	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers DE, MA and NY
	(Check "All States" or check individual States)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Type of Security Debt Equity	Aggregate Offering Price	Amount Already Sold
		\$ 14
		วงเน
Equity	\$0.00	\$0.00
	\$0.00	\$0.00
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	\$0.00	\$0.00
Partnership Interests	\$	\$0.00
Other Common Stock and Warrants to Purchase Common Stock	\$25,000,027.00	\$25,000,027.00
Total	\$ 25,000,027.00	\$ 25,000,027.00
Answer also in Appendix, Column 3, if filing under ULOE.		
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number	Aggregate
	Investors	Dollar Amount
		Of Purchases
Accredited Investors	27	\$ 25,000,027.00
Non-accredited Investors	0	\$0.00
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
Not Applicable		
	Type of	Dollar Amount
	Security	Sold
Type of Offering		
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees.		⊠ \$2,000.00
Printing and Engraving Costs		S
Legal Fees		S 200,000.00
Accounting Fees.		\$ <u>200,000.00</u> \$ <u>10,000.00</u>
Engineering Fees		□ \$ <u>0.00</u> □ \$ <u>1,500,000.00</u>
Other Expense (Identify)		□ \$ 0.00
Total		S 1,712,000.00

If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payment to Officers, Directors, & Affiliates Others Salaries and fees	5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payment to Officers, Directors, & Affiliates Salaries and fees. Payment to Officers, Directors, & Affiliates Solution of the set of call estate. Payment to Officers, Directors, & Affiliates Solution of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger). Solution of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger). Solution of indebtedness Working capital and general corporate purposes. Directors, & Affiliates Solution of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger). Solution of other businesses (including the value of securities involved in this offering that may be used in schange for the assets or securities of another issuer pursuant to a merger). Solution of other businesses (including the value of securities involved in this offering that may be used in schange of the saste or securities of another issuer pursuant to a merger). Solution of other businesses (including the value of securities involved in this offering that may be used in schange of the saste of	C. OFFERING PRICE, NUMBER OF	INVESTORS, EXPENSES AND	USE OF PROCEED	<u>s</u>
If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4, b above. Payment to Officers, Payment To Directors, & Affiliates Others Salaries and fees. Set 0.00	If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payment to Officers,				
Salaries and fees Salaries of real estate Salaries of real estate Salaries of real estate Salaries of purchase, rental or leasing and installation of machinery and equipment Salaries Salaries Salaries of plant buildings and facilities Salaries Sa	Salaries and fees	If the amount for any purpose is not known, furnish an estimate and	check the box to the left of the	estimate. The total of	
Salaries and fees S 0.00 S 0.00 Purchase of real estate S 0.00 S 0.00 Purchase, rental or leasing and installation of machinery and equipment S 0.00 S 0.00 Purchase, rental or leasing of plant buildings and facilities S 0.00 S 0.00 Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) S 0.00 S 0.00 Repayment of indebtedness S 0.00 S 0.00 Repayment	Salaries and fees			•	•
Purchase of real estate	Purchase of real estate	Salaries and fees			
Purchase, rental or leasing and installation of machinery and equipment	Purchase, rental or leasing and installation of machinery and equipment	Purchase of real estate			
Construction or leasing of plant buildings and facilities	Construction or leasing of plant buildings and facilities	Purchase, rental or leasing and installation of machinery and equipment			
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) S				
Working capital and general corporate purposes S 0.00 Other (specify): S S 23,288.027.00 S S 0.00 Other (specify): S S 23,288.027.00 S S 0.00 Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature May 20, 2003 Name of Signer (Print or Type) Title of Signer (Print or Type)	Working capital and general corporate purposes	Acquisition of other businesses (including the value of securities involved in	n this offering that may be used		0.00
Other (specify): Column Totals	Other (specify): Column Totals State (column totals added). D. FEDERAL SIGNATURE The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitut an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to an non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Impax Laboratories, Inc. Date May 20, 2003	- ·			0.00
Column Totals Says 23,288,027.00 Ss 0.00 Total Payments Listed (column totals added) Ss 23,288,027.00 D. FEDERAL SIGNATURE The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature May 20, 2003 Name of Signer (Print or Type) Title of Signer (Print or Type)	Column Totals Sagnature D. FEDERAL SIGNATURE The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitute an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to an non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature May 20, 2003 Name of Signer (Print or Type) Title of Signer (Print or Type)				
The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Signature May 20, 2003 Name of Signer (Print or Type) Title of Signer (Print or Type)	The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitute an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to an non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Signature May 20, 2003 Name of Signer (Print or Type) Title of Signer (Print or Type)	Column Totals		⊠\$ 23,288,027	<u>7.00</u> ⊠\$ <u>0.00</u>
an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Impax Laboratories, Inc. Signature May 20, 2003 Title of Signer (Print or Type)	an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to an non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Impax Laboratories, Inc. Signature May 20, 2003 Name of Signer (Print or Type) Title of Signer (Print or Type)	D. FEI	DERAL SIGNATURE		
Impax Laboratories, Inc. May 20, 2003 Name of Signer (Print or Type) Title of Signer (Print or Type)	Impax Laboratories, Inc. May 20, 2003 Name of Signer (Print or Type) Title of Signer (Print or Type)	an undertaking by the issuer to furnish to the U.S. Securities and Exchange	•		
Name of Signer (Print or Type) Title of Signer (Print or Type)	Name of Signer (Print or Type) Title of Signer (Print or Type)	* ***	Signature	7 (20	_
		Impax Laboratories, Inc.	Agail C.	Mex	May 20, 2003
Cornel C. Spiegler Chief Financial Officer	Cornel C. Spiegler Chief Financial Officer	Name of Signer (Print or Type)	Title of Signer (Print or Type)		
		Comel C. Spiegler	Chief Financial Officer		
	·				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)